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Hearing Date: March 25, 2022 at 10:00 a.m. ET
Reply Deadline: March 23, 2022 at 4:00 p.m. ET

Counsel to Transform Holdco LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

Rel. ECF Nos. 10194, 10289, 10298, 10317, 10348

**NOTICE OF HEARING ON TRANSFORM HOLDCO LLC'S MOTION TO ENFORCE
THE ORDER (I) AUTHORIZING ASSUMPTION AND ASSIGNMENT OF LEASE
WITH MOAC MALL HOLDINGS LLC AND (II) GRANTING RELATED RELIEF**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that on January 4, 2022, Transform Holdco LLC (“Transform”) filed a *Motion to Enforce the Order (I) Authorizing Assumption and Assignment of Lease with MOAC Mall Holdings LLC and (II) Granting Related Relief* [ECF No. 10194] (the “Motion to Enforce”) with the Bankruptcy Court for the Southern District of New York (the “Court”).

PLEASE TAKE NOTICE that on February 9, 2022, Transform filed a *Notice of Presentment of Scheduling Order for Transform Holdco LLC’s Motion to Enforce the Order (I) Authorizing Assumption and Assignment of Lease with MOAC Mall Holdings LLC and (II) Granting Related Relief* [ECF No. 10289] (the “Notice of Presentment”) with the Court.

PLEASE TAKE FURTHER NOTICE that on February 14, 2022, MOAC Mall Holdings LLC (“MOAC”) filed an objection to the Notice of Presentment [ECF No. 10298] with the Court.

PLEASE TAKE FURTHER NOTICE that on February 22, 2022, Transform filed a reply to MOAC’s objection to the Notice of Presentment [ECF No. 10317] with the Court.

PLEASE TAKE FURTHER NOTICE that during a hearing on the Notice of Presentment on February 24, 2022, the Court suggested that Transform and MOAC brief issues related to subject matter jurisdiction if they could not come to an agreement on a proposed form of order related to the Notice of Presentment.

PLEASE TAKE FURTHER NOTICE that MOAC and Transform did not reach agreement on a proposed form of order and instead agreed to go forward with a briefing schedule and hearing related to jurisdiction.

PLEASE TAKE FURTHER NOTICE that on March 9, 2022, MOAC filed with the Court a supplemental objection to the Court’s subject matter jurisdiction with respect to the Motion to Enforce [ECF No. 10348].

PLEASE TAKE FURTHER NOTICE that on March 21, 2022, Transform filed a response to MOAC's Supplemental Objection [ECF NO. 10358].

PLEASE TAKE FURTHER NOTICE that a hearing on the subject matter jurisdiction issue is to be held virtually before the Honorable Robert D. Drain of the United States Bankruptcy Court for the Southern District of New York (the "Court"), 300 Quarropas Street, White Plains, NY 10601, on **March 25, 2022 at 10:00 a.m. (prevailing Eastern Time)** via Zoom. Participants are required to register their appearance by 4:00 PM the day before any scheduled Zoom hearing with the new eCourt Appearances tool at <https://nysb.uscourts.gov/ecourt-appearances>.

PLEASE TAKE FURTHER NOTICE that you may obtain copies of any pleadings by visiting the Court's website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein or at <https://restructuring.primeclerk.com/sears/Home-DocketInfo> free of charge.

Dated: New York, New York
March 21, 2022

Respectfully submitted,

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By: /s/ Rachel Ehrlich Albanese
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